

Bylaws of Minnesota Hindi Association

Article I – Name

The name of the nonprofit corporation shall be Minnesota Hindi Association (hereinafter “Organization”).

Article II – Location

Section 1. Registered Office. The registered office of Organization is the place designated in the Articles of Incorporation as the registered office. Organization may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time. On the date these Bylaws were adopted, the registered address of Organization was 18644 Aubrie Ct., Eden Prairie, MN 55347. A copy of the corporate records shall be stored at Organization’s registered office.

Section 2. Mailing Address. Organization’s mailing address is P.O. Box 44966, Eden Prairie, MN 55344.

Section 3. Other Offices. Organization may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate or the business of the Organization may require.

Article III – Purpose

Organization is organized exclusively for charitable, religious, educational, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This Organization shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Organization is charitable: To advance education as well as eliminate prejudice and discrimination by increasing awareness about the cultural heritage and traditions of the Hindi-speaking community. This includes but is not limited to: 1.) educating the public to promote a better understanding of cultural differences, create greater tolerance, and cultivate improved communication amongst diverse communities; 2.) developing a deeper cultural appreciation of Hindi culture and traditions within Greater Minnesota; and 3.) fostering harmony within and outside the Hindi community.

Article IV – Non-Voting Membership

Section 1. Types of Membership. The Board shall have the authority to establish and define multiple categories of membership, if desired.

Section 2. Eligibility for Membership. Application for non-voting membership shall be open to any person, aged eighteen (18) years of age and older, with an interest in preserving cultural heritage and traditions of the Hindi-speaking community, and that supports the mission and purpose of Organization. Non-voting membership shall be granted after completion and approval of a membership application as well as payment of annual dues/fees/assessments, if any.

Section 3. Classes of Membership. The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Organization shall have one class of membership, General Members. A General Member is any individual who meets the eligibility requirements. General Members shall receive all member benefits, are eligible to hold office in Organization, and are welcome to attend Organization meetings; however, General Members shall have no voting rights.

Section 4. Annual Dues/Fees/Assessments. The Board of Directors shall determine the annual dues and all other fees and/or assessments owed by members, if any, and these dues/fees/assessments may be changed from time to time. The Board of Directors shall publish the costs of the dues/fees/assessments on an annual basis to all members and prospective members. Failure to pay dues/fees/assessments shall be one factor subjecting members to removal unless special arrangements are made with the Board.

Section 5. Rights of Members. Non-voting members shall receive all of the following member benefits and are welcome to attend Organization meetings but shall have no voting rights:

- A. Members-only announcements and Organization-funded events. This includes, but is not limited to:
 - a. Cultural programs (i.e., festival celebrations, artist programs, cultural competitions etc.)
 - b. Social events (i.e., summer picnic, sports events/competitions, etc.)
 - c. Charitable events (i.e., volunteering to help the needy within the community, collecting donations/goods etc.)
 - d. Community events (i.e., events in collaboration with other entities/organizations
 - e. Educational events (i.e., seminars, classes, workshops, etc.)

NOTE: Non-members may participate in Organization-funded events through payment of an entry fee.

B. Other such benefits as the Board of Directors may determine from time to time.

No member shall be responsible for any financial obligation of the Organization.

Section 6. Membership Duration. Once registered as a Organization Member, Membership shall continue (so long as he/she is in “good standing”) from January 1 of one year until December 31 of the same year, or as determined by resolution of the Board.

Membership in Organization shall not be assigned or transferred in any manner.

Section 7. Resignation and Suspension, Expulsion, and Sanctions. All rights, privileges, and benefits of non-voting membership shall cease for a member upon any of the following:

- A. Voluntary resignation by the member from the Organization;
- B. Death of the member;
- C. Expiration of the membership duration;
- D. Failure of the member to pay dues in a timely manner;
- E. Expulsion, suspension, and/or sanctions may be imposed upon a member for “good cause shown” by a majority vote of the Board of Directors.

“Good cause shown” may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Organization and its mission. This could include violation of Organization’s Articles of Incorporation, Bylaws, Code of Conduct, Policies & Procedures, other rules, state/federal laws, misappropriation of Organization assets, and/or actions/omissions in contravention of the mission and values of Organization.

Pursuant to Minn. Stat. § 317A.411, any member being terminated must be given reasonable notice and the opportunity for a hearing, if requested in writing by the member.

F. Dissolution of the Organization.

The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to Organization for dues, or for charges for goods or services.

Section 8. Reinstatement of Membership. Former members of Organization whose termination occurred, and who, during such absence, have maintained positive and active support of Organization’s purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. Organization may reinstate the terminated membership by approval of a majority of the Board of Directors.

Article V – Board of Directors (Governing Board)

Section 1. Number and Qualifications. Organization’s Board of Directors shall be composed of not less than three (3) nor more than fifteen (15) persons who are broadly representative of the community’s interests, possess applicable professional experience, or who have an expressed concern for the charitable purposes of Organization. Directors shall be natural persons, age eighteen (18) years or older, who are members “in good standing” of Organization and have served as an organizational volunteer for at least one (1) year.

Section 2. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Organization, including but not limited to:

- A. To utilize all funds raised by or in the name of Organization for the organization’s legal and business benefit;
- B. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, the Policies and Procedures;
- C. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, of all Officers, agents, employees, independent contractors, and/or committees of Organization;
- D. To manage and oversee the affairs and activities of Organization, and to make policies and procedures;
- E. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in pursuing the purposes of promoting the interests of Organization;
- F. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- G. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- H. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person’s status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity;
- I. To follow these Bylaws, including meeting regularly; and

- J. To register their addresses with the Organization, and have Organization notices sent to them at such addresses. Organization notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Organization and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Organization. There shall be no cumulative voting among Directors.

Section 3. Terms. Terms shall be two (2) years in length with approximately one-half (1/2) of the directorships up for election in even years and approximately one-half (1/2) of the directorships up for election in odd years. Directorships shall begin on January 1 of one year and end on December 31 of the following year. A Director may serve a maximum of two consecutive terms. A Director shall hold office until his or her successor is elected and qualified.

Section 4. Election Procedures. Any person interested in becoming a Director of Organization shall submit a written and signed notice of interest to the Organization. An existing Director can also nominate a candidate by submitting his/her interest to the Organization. Each submitted notice of interest shall be considered by the Board of Directors, or a Nominating Committee, and vetted within a reasonable time. Existing Directors shall vote to approve or disapprove potential candidates at the annual meeting (or at a regular or special meeting if the number of existing Directors falls below three (3)). A majority vote of existing Directors is needed for a candidate to become a Director of Organization.

Section 5. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the Organization. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.
- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed with or without cause, by an affirmative vote of a two-thirds (2/3) majority of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider a Director's removal has been given.

Section 6. Vacancies. Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting.

Section 7. Compensation. No compensation shall be paid to Directors of Organization for their services, time, and/or efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties, as approved by the disinterested members of the Board of Directors.

Section 8. Annual Meetings. An annual meeting shall take place in the **fourth quarter of the calendar year**, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Organization's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Organization, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Organization activities and financial position; analysis of the annual information return submitted to the IRS; approval of policy/procedures, Articles of Incorporation and Bylaws changes; and input toward the direction of the Organization for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes, if desired.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Organization's registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. If a regular calendar of meetings is approved by the Board, no notice is required for regular meetings. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda should be:

- Call to Order
- Roll Call
- Reading and Approval of Minutes of the preceding meeting
- Approval of Agenda of current meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business
- New Business
- Adjournment

Section 10. Special Meetings. The Organization shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Organization's registered office. The business

transacted at a special meeting is limited to the purposes stated within the notice of the meeting. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 11. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director as soon as reasonably practicable, but no less than two (2) days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 12. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Organization.

Section 13. Voting. During Board meetings, matters shall be decided by a majority vote of the Directors except where otherwise indicated in these Bylaws. To the extent a vote is electronically held outside of a duly called meeting, the issue must be voted upon by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present, and the final outcome must be recorded in the meeting minutes of the next duly held meeting of the Board of Directors.

Section 14. Proxies. Voting by proxy shall NOT be permitted in meetings of Organization's Board of Directors.

Section 15. Private Entity. Organization is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D.

Section 16. Meeting Procedures. All questions of order with respect to any meeting or action of Organization, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Organization's Code of Conduct and Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

Section 17. Meeting Decorum. Organization shall follow best and lawful practices for conducting business at Board meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in a collaborative, orderly, and respectful manner. Organization reserves the right to excuse any Director, Officer, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director or

Officer to order, and exclude guests. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

Section 18. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article VI – Officers

Section 1. Designation. Principal Officers of Organization shall be: President, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors of Organization and must be elected at the annual meeting. Officers shall be elected by the Board of Directors. Unless sooner removed by the Board, Officers shall serve for a term of one (1) year, or until their successors are elected and qualified. All outgoing Officers shall timely train their successors in order to ensure a smooth transition of leadership. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

Section 3. Terms. All Officers shall serve a one (1)-year term that coincides with their term as Director. Terms of office shall begin on January 1 and end on December 31. There shall be no limit to the number of terms an Officer may serve (other than the limitations on his/her service as a Director); however, in the case of the Treasurer, the Treasurer may serve only up to six (6) consecutive terms unless he/she is a licensed CPA. After serving six (6) consecutive terms, the Treasurer (unless a licensed CPA) must take at least one (1) year off from the Treasurer position before being considered for another term as Treasurer.

Section 4. Resignation. An Officer may resign by giving written notice to Organization. The resignation is effective without acceptance by the Board, when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any Officer may be removed from his/her position, with or without cause, by a two-thirds (2/3) majority vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the Officer affected in advance of the meeting.

Section 6. Compensation. No compensation shall be paid to Officers of Organization for their services, time, and/or efforts. Officers, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties, as approved by the Board of Directors.

Section 7. President (Board Chair).

- Subject to the direction and control of the Board, the President shall have general active management of the business of Organization. When present, the President shall preside at meetings of the Board and of Committees.
- The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Organization, shall sign and deliver in the name of Organization deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Organization, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).
- The President shall perform duties of other elected Officers in the event of their absence or inability to complete their duties.
- After the Board of Directors authorizes said committee, the President may appoint its members. The President shall be a voting ex-officio member of all committees.

Section 8. Vice President (Vice Board Chair).

- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.
- The Vice President shall perform other duties as prescribed by the Board or by the President.
- In the absence of an elected Vice President, the President and Treasurer shall perform the functions of the Vice President in a manner prescribed by the Board.

Section 9. Secretary.

- The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Directors and of the Executive Committee.
- The Secretary shall be responsible for maintaining all books, correspondence, committee minutes, paraphernalia, and papers relating to the business of Organization, except those of the Treasurer. Copies of all documents shall be maintained at Organization's registered office.
- The Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.

- The Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- The Secretary shall maintain the office and purchase office supplies.
- The Secretary shall perform other duties as prescribed by the Board or by the President.

Section 10. Treasurer.

- The Treasurer shall have care and custody of monies belonging to Organization and shall be responsible for such monies or securities of the organization.
- The Treasurer shall keep, or cause to be kept, all financial records belonging to Organization. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Organization's registered office.
- The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Organization in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Organization as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Organization's funds and issue checks and drafts in the name of Organization, as ordered by the Board.
- The Treasurer shall prepare (or cause to prepare) a proposed annual budget as well as present the budget and a report of the financial condition of the Organization to the Board of Directors at the annual meeting, and will, from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit (if required), and other annual financial reports. These tasks may be completed in collaboration with Organization's CPA/Accountant if so authorized by the Board of Directors.
- The Treasurer shall serve as the Finance Committee Chair.
- The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 11. Any Officer of Organization, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

Article VII – Committees

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors.

Committee members, other than the Committee Chair, need not be Directors or Officers of Organization.

Section 2. Standing Committees.

- A. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of the President, Vice President (if one exists), Treasurer, and Secretary. The President will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Organization.
- B. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes at least two (2) other individuals. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with other Board Members. The Board must approve the budget and all expenditures must be within budget, unless the budget is revised. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual meeting. The financial records of the organization shall be made available to the Directors and Officers as required by the mandates of Section 317A.461 of the Minnesota Statutes.
- C. Advisory Council. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Advisory Council. The Advisory Council is responsible for providing non-binding strategic advice to the Board of Directors. The President shall appoint a member of the Board of Directors to chair the Advisory Council, and the Chair shall seek to add council members who have demonstrated expertise in areas such as: business management, culture, fundraising, grant writing, social work, program evaluation, marketing, technology and finance/accounting. Members of the Advisory Council will agree to make a three (3) year commitment to serve on the Advisory Council; however, in no case should the member serve more than two (2) consecutive three (3) year periods.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. A majority of the committee's membership shall constitute a quorum.

Article VIII – Executive Director(s), Employees, & Independent Contractors

Section 1. Designation. The Board of Directors may select and employ an Executive Director and/or co-Executive Directors. The Executive Director, if any, shall be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Organization and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to him/her by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director shall be a non-voting ex officio member of all standing committees and shall attend and may participate in all meetings of the Board of Directors except when matters regarding his/her employment and compensation are under consideration. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Organization.

Section 2. Compensation. Organization may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. Checks, Drafts, Petty Cash Fund; Authority. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Organization. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

Article IX – Management & Miscellaneous Provisions

Section 1. Financial Year. The accounting year of Organization shall begin on the first day of January of each year and end on the last day of December of each year.

Section 2. Books and Accounts.

- A. Organization shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Minnesota Hindi Association.”
- B. In addition to the Executive Director (if one exists), the President and Treasurer are authorized to act as signatories on all Organization financial accounts. In the event the

Presidency or Treasury positions are temporarily vacant, another Officer is authorized to temporarily act as a signatory.

- C. Under the supervision of the Board of Directors, the Executive Director (if one exists) as well as the President and Treasurer may independently authorize expenditures of no more than \$1,000 for items and/or services reasonably necessary for the continued operation of the organization. Proper invoices and receipts are required for all such expenditures.
- D. Organization's books and accounts (or an exact copy thereof) shall be kept at the registered office.
- E. All money fundraised in Organization's name shall be deposited in Organization's account and used for Organization's charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. Examination by Directors. Every Director and Officer of Organization shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, books and records of Organization as described in Section 317A.461 of the Minnesota Statutes and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Organization shall be issued in the name of Organization, not the individual name of a Director or Officer. Legal instruments in an amount exceeding \$5,000 shall be signed by no fewer than two (2) Officers of Organization – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Organization, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer may be personally liable on the legal instrument.

Section 5. Loans. No loans shall be contracted on behalf of Organization nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by written resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews. To ensure Organization operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;

- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Organization is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Organization shall file the Form 990 with the IRS annually. In addition, Organization shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Organization is properly engaging in Minnesota and Federal fundraising laws and rules. All must be done within the rules/statutes governing charitable gambling and charitable solicitation.

Section 7. Publication and Media.

- A. WEBSITE: Organization's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The Webmaster shall coordinate with the Board of Directors with regard to website content. Organization will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Organization's official URL.
- B. NEWSPAPERS AND PRESS: Organization shall always portray the organization and its Directors, Officers, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require immediate referral to a mediator, and/or advice from an attorney or PR professional.
- C. SOCIAL MEDIA: Social media content shall portray the organization in the most positive light possible. All content shall be actively managed by a person assigned by the Board of Directors. Information displayed on any of Organization's social media pages shall be accurate and true in nature.

Section 8. Affiliations. Organization may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 9. Policies and Procedures. The Board of Directors shall establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;

- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding a code of conduct at meetings and organizational gatherings;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 10. Amending the Articles of Incorporation and Bylaws. Organization shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors.

Certification

These Bylaws were approved at a meeting of the Minnesota Hindi Association by a two-thirds (2/3) majority vote on this _____ day of _____, 2023.

Secretary

Date